

17 April 2018

Notice of Annual General Meeting

Dear Member,

The **fifth Annual General Meeting (AGM)** of Members of the

Australian Institute of Management (Group) Limited ('AIM Group')

ABN 31 163 376 921

trading as the **Institute of Managers and Leaders ('IML')**

will be held at our office located at Level 1, 7 Macquarie Place, Sydney NSW 2000 on

Thursday 24 May 2018 at 6.00pm local time.

Voting at the meeting

Voting Members per the AIM Group Constitution rule 4.3(a) are entitled to vote at the AGM either personally or by proxy, provided that their Membership is active and fully paid for at the date of the AGM. Any eligible Voting Member unable to attend personally is entitled to appoint a proxy. The proxy need not be a Voting Member of AIM Group.

Any instrument appointing a proxy, whether for the AGM or otherwise, must be in writing under the hand of the appointer. The instrument appointing the proxy must be deposited at the registered office of AIM Group no less than 48 hours before the meeting. A proxy form is enclosed.

An ordinary resolution requires an approval by a simple majority of Voting Members and a special resolution requires an approval by at least 3/4 of Voting Members present at the meeting in person or by proxy by show of hands or via a poll (if the chairperson of the meeting so desires). If a Voting Member also holds a proxy of another Voting Member, only one vote by show of hands will be counted. If a poll is called, all directed proxies received are also included in the vote count.

Ordinary Business of the Meeting

1. Minutes of the 2017 AGM of AIM Group

To receive and consider the minutes of the 2017 AGM of AIM Group held on 24 May 2017. A copy of the minutes is enclosed.

Ordinary resolution

To consider and, if in favour, to pass the following as an ordinary resolution:

That the minutes of the 2017 AGM held on 24 May 2017 be accepted as a true and correct record.

2. Financial statements and reports

To receive and consider AIM Group's audited financial report and the reports of the Directors and the auditor for the financial year ended 31 December 2017. A copy of this report can be accessed on the website:

<https://managersandleaders.com.au/about/annual-reports/>

Neither the Corporations Act 2001 (Cth) nor AIM Group's Constitution requires a vote of Members at the AGM on the financial statements and reports. Nonetheless, the Directors have decided that Members will be given reasonable opportunity at the AGM to raise questions with respect to these reports.

3. Chair's Report

To receive and consider the Chair's report.

4. Notification of the outcome of the election of Directors

To receive notification of the outcome of the election.

Background

The Company Secretary informed all Voting Members on 23 March 2018 about two vacant Director positions and called for nominations. Nominations close on Thursday 26 April 2018 at 5.00pm Brisbane time. If there are more candidates than vacant Director positions at that point in time, an election by ballot of the Voting Members will be held ahead of the AGM.

The Members will be informed of the outcome of the election at the time of the AGM.

Special Business of the Meeting

5. Amendments to the AIM Group Constitution

To vote on the amended AIM (Group) Ltd Constitution.

Background

The Board proposes that the amendments to the Constitution as tabled by the Chair at the AGM and summarised in the Explanatory Memorandum be adopted. A copy of the Explanatory Memorandum is enclosed and a copy of the amended Constitution can be accessed on the website: <https://managersandleaders.com.au/2018AGM/>.

Special resolution

To consider and, if in favour, to pass the following as a special resolution:

That, pursuant to section 136 and 246B of the Corporations Act 2001 (Cth), the AIM Group Constitution tabled by the Chairperson at the annual general meeting be adopted, which includes the amendments summarised in the Explanatory Memorandum provided to Members with the notice of meeting, which will take effect immediately following the conclusion of the meeting.

By order of the Board of Directors



Susanne Behrendt FIML

Company Secretary

Phone: 07 3153 0315

Email: company.secretary@managersandleaders.com.au

Enclosed documents

1. IML proxy form
2. Minutes of 2017 AIM Group AGM
3. Explanatory memorandum

All documents relating to the 2018 AGM are also available on IML's website:

<https://managersandleaders.com.au/2018AGM/>

<https://managersandleaders.com.au/about/annual-reports/>